

**COUNCIL**

**The 268<sup>th</sup> meeting of Council was held on Friday 31 March 2023  
from 9.30am to 1pm, Terrace Room, Bramber House**

**Attendees:** Rosemary Martin, Kirstin Baker, Paul O'Prey, Stephen Caddick, David Curley, Mark Devlin, Katie Ghose, Jane Parsons, Aleema Shivji, Nick Watson, Richard Zaltzman, Alison Haig-Davies, Rose Linehan, Sasha Roseneil, Jo Moran-Ellis, Kristine Hickle, Sara Crangle, Keith Jones, Max O'Donnell-Savage, Gordon Finlayson

**In attendance:** Tim Westlake, Allan Spencer, Laila El Baradei and Sally Priddle

**Apologies:** Denise Holt, Tony Bullman, Susan Angoy and Charlotte Skeet.

PART 1 - PROCEDURAL MATTERS

**1. Welcomes and apologies for absence**

- 1.1 Dr Kristine Hickle was welcomed as the new elected Senate representative. Dr Hickle is a Senior Lecturer in Social Work and Social Care in the School of Education and Social Work.
- 1.2 Laila El Baradei was welcomed as the new General Counsel and Director of General Counsel, Governance and Compliance.
- 1.3 It was reported that apologies were received from Denise Holt, Tony Bullman, Susan Angoy and Charlotte Skeet.

**2. Declarations of interest**

- 2.1 No new declarations were reported.

**3. Minutes**

**Resolved:**

- 3.1 Council approved the minutes of the meeting held on 25 November 2022.
- 3.2 Council approved the minutes of the meeting held on 20 January 2023.
- 3.3 Council approved the minutes of the meeting held on 17 February 2023.

**4. Matters arising**

- 4.1 It was noted that four actions remained open:

- 4.1.1 The Brighton and Sussex Medical School (BSMS) briefing would be scheduled as part of a programme of Council visits to Schools. Council agreed the School visit to Media, Arts and Humanities was a positive experience.

- 4.1.2 The impact of inflation on ways of working would be integrated into the Summer budget update.
- 4.1.3 An evaluation of the implementation of the affordability policy would be brought to a future Student Experience Committee.
- 4.1.4 A reflection on progress and suitability of KPIs would be brought to summer Strategy and Performance Committee and Council.
- 4.1.5 It was reported that in November 2022, Council approved changes to the governance instruments and they were submitted to Privy Council. The Privy Council acknowledged receipt of the University's submission but in light of the Office for Students' (OfS) investigation, it would not progress the revisions until after the investigation had been concluded. As an exempt charity it was reasonable that the Privy Council would consult with the sector regulator before progressing.

## **5. Chair's Action and Report**

- 5.1 It was reported that the Chair had called an additional meeting of Council in February 2023. The Chair was continuing to provide support to the Executive as the OfS investigation continued. The sub-group of Council established to oversee the OfS investigation had met once since the last meeting of Council to review the University's complaint on the OfS' practice.

## **6. Vice-Chancellor's Report**

- 6.1 Council received an update from the Vice-Chancellor on the operational matters at the University since the last meeting of Council.
- 6.2 The Executive had implemented a new annual planning process, meeting individually with the Schools to ensure integrated recruitment, budget and academic planning. The University Leadership Team had received a briefing on the institution's financial position, to note the need for an operating margin to invest in the infrastructure and growth.
- 6.3 An additional meeting of Senate had been scheduled to review the Vice-Chancellor's proposal to establish faculties. Additional School meetings had been scheduled to provide each School with an opportunity to hear the proposal and express its views to Senate.
- 6.4 A working group focused on league table performance had been established to understand and interrogate the data that constitute the key league tables, focusing initially on the *Times/Sunday Times Good University Guide*. An early area of focus for the work was the University's staff: student ratios (SSRs). The University had fallen behind comparators in this area and the Executive were currently exploring what could be done to address this within current financial constraints and the need to ensure operating margins for investment. SSRs were important, not only because of their role in league tables but also because improving SSRs improves both staff working conditions and well-being and the student experience.
- 6.5 Earlier in March, the QS World University Subject Rankings 2023 were published. For the seventh consecutive year, the University, together with the Institute of Development Studies, has been ranked no. 1 in the world for Development Studies. The University is one of only nine UK universities to be ranked first in the world for a subject. The University also achieved a top 50 ranking globally for Sociology (ranked 47), and four further subject entries in the top 100, globally: Social Policy & Administration (51-100), Geography (51-100), Psychology (ranked 97=) and English Language & Literature (ranked 83=). In the top 200

were: Anthropology (101-150), History (101-150), Communications & Media Studies (101-150), Politics & International Studies (101-150), Environmental Studies (151-200), Economics & Econometrics (141=530). All 12 of these subject areas are also ranked in the UK's top 20, up from ten in last year's rankings. This includes Sociology, which moved up five places since last year and both Psychology and Physics & Astronomy, which moved up two places.

- 6.6 The University had been shortlisted for an award for 'cost-of-living' initiatives in the Whatuni Student Choice Awards 2023. The low cost (£2) healthy hot vegetarian and vegan meals initiative had been nominated for the award by a panel of student judges. The winner would be announced at an awards ceremony on 26 April.
- 6.7 Sussex was one of 150 universities where UCU members voted in favour of industrial action over pay and working conditions, and one of 67 where members have been striking in relation to University Superannuation Scheme (USS) pensions. Since the start of the year there had been 12 days of strikes, with the last one on 22 March. Despite extended ACAS negotiations, agreement had not been reached between Universities and Colleges Employers Association (UCEA) and the unions about pay (an 'impasse' was reached in the negotiations), and on 24 February the UCEA asked its members to proceed with pay increases for 2023/24. Nationally, these ranged from 8% (for the lowest paid staff) to 5% (for the highest), with an average of 5.2%, to be paid at two points in the year (March and August 2023). As Sussex's pay scales had already been adjusted to reflect the Real Living Wage increase, the increase ranges from 7% (for the lowest paid staff) to 5% (for the highest). Talks with the trade unions (UCU, UNISON, Unite, EIS and GMB) on non-pay issues continued at ACAS.
- 6.8 Council noted an update on the Office for Students (OfS) investigation. It was reported that since the February Council meeting, a draft letter from Council to the OfS had been circulated to all members, feedback received had been incorporated and sent to the OfS on 24 February 2023. The OfS had confirmed receipt of Council's letter but not provided a response. The sub-group of Council members, established to provide direct oversight of this matter, also met on 10 March 2023 to consider a draft complaint to the OfS regarding its adherence to its published investigation procedure, the complaint focused on the cancellation of a meeting with the University. The sub-group also received an update on external communications engagement and an update on the House of Lords inquiry into the OfS.
- 6.9 Following feedback from the sub-group, a complaint was sent to the OfS on 13 March. The University received a response from the OfS on 17 March 2023 to its letters of 13 and 24 February, which noted the submission of the complaint. The OfS' letter advised the University that provisional decisions on the investigation would not be issued until completion of the complaints process. A response to the letter was currently being drafted.
- 6.10 Council discussed the Executive capacity being directed to respond to the OfS correspondence. It was noted that there was not clarity on when the University could expect a response to the complaint or provisional findings. The University still hoped that a meeting with the OfS could be re-established and outline the work the University had put in place since the investigation had been initiated.
- 6.11 It was reported that communications from the OfS would continue to be shared with Council.

## PART 2 - MATTERS FOR DISCUSSION AND/OR DECISION

### 7. Senate

- 7.1 Council considered a report from Professor Sasha Roseneil, Chair of Senate, noting that following the implementation of the Governance Effectiveness Review, Council received a written report from Senate on the business conducted at its last meeting. The report enabled Senate to provide Council with assurance of its oversight of academic standards and the University's ongoing compliance with the A and B conditions of registration.
- 7.2 It was reported that Senate received an update on the Access and Participation Plan (APP)- A conditions of registration- guidance from the Office for Students (OfS). In October 2022, the OfS published a consultation on proposed changes to the APP. The proposed changes were reported to Senate in November 2022. In February 2023, the OfS notified institutions of its intention to change the timeframe for implementing the proposed changes. The OfS would run a pilot, asking a group of providers to submit new plans for implementation 2024-25. The University would not seek to be part of the pilot but would submit a new APP in Spring/Summer 2024.
- 7.3 Council noted the Precautionary Action Report, which in line with Regulation 2, was shared for information and comprised the immediate and temporary measures taken to address any risks arising from a student's alleged misconduct whilst an investigation took place. The purpose was to address any potential risk to the health, safety and well-being of the University's community.
- 7.4 Council noted Senate's approval of changes to the regulation around PhDs by Published Works, these changes required an update to Regulation 23. Regulation 23 was within Senate's powers to amend and changes are reported to Council for information.
- 7.5 Council noted the increased challenges to academic integrity in light of artificial intelligence. Senate had received the University of Sussex Statement on Advances in Technology and Academic Integrity. The statement had been reviewed and supported by University Education Committee prior to submission to Senate. The statement outlined the University's current position and approach along with longer term plans to address the challenges of continually advancing technologies. It was proposed that the statement was published and circulated to staff, students and external examiners through standard communications channels. A specific webinar on the University's approach would be scheduled for Senate. It was agreed it was important to give assurance and support to students, ensuring their voice was part of the University's response.
- 7.6 Council noted that an additional meeting of Senate would be scheduled to further discuss the Exceptional Regulations. The Exceptional Regulations had not be used in the Semester 1 and A1 assessment period. It was noted that the Exceptional Regulations were standard within the sector to ensure there was sufficient flexibility within the academic regulations to accommodate challenges beyond the reasonable control of the University, without impacting on academic standards. It was noted that there was a difference of opinion over the status of the Exceptional Regulations and whether they could have been used during the latest period of national industrial action, had they been required. The additional meeting would provide an opportunity to ensure that there was greater clarity over the use of Exceptional Regulations and a clear governance process around when and how they could be utilised.

**Action:**

- 7.7 Schedule a webinar on the University's response to advanced technology and academic integrity. [Owner: Head of Governance Services]

## **8. Student Experience Committee**

- 8.1 Council received an oral report from the Chair of the Student Experience Committee. The Committee had received an update from the Pro-Vice-Chancellor Education and Students, which included updates on the National Student Survey (NSS) 2023 and the actions taken to ensure compliance following Office for Students (OfS) notification of contravention of good practice guidelines relating to inappropriate influence.
- 8.2 Council noted the actions the University had implemented to support students during the cost of living crisis; longer term strategies were being developed to support students with the financial challenges, students had identified transport and food as the key challenges they were facing.
- 8.3 It was reported that the Student Experience Committee had considered the University's and the Students' Union Teaching Excellence Framework (TEF) submissions. The Committee agreed it was a comprehensive view of what the students thought about their experience; it was noted the University had supported USSU to complete their submission and enable them to access a wider group of students.
- 8.4 Council received a report from USSU. It was reported that the Union had been supported by an interim CEO since the substantive CEO left last academic year, a new substantive CEO had been recruited and taken up post. The union and university were undertaking a joint governance review, looking at the union's internal governance and their shared governance with the University. The review would be concluded in May 2023.
- 8.5 USSU had run a series of successful events including well-being week, climate justice week, varsity and student representative training. The Student Experience Forum had identified that the key issues for student were IT, spaces on campus and cost of living. Council discussed how it received oversight of the key issues to students and how they were being fed into the University's actions.
- 8.6 Council agreed it would be beneficial for the Student Experience Committee to have an overview of the University's response to the cost of living crisis.

### **Action:**

- 8.7 Provide an update on the University's response to the cost of living crisis at the next Student Experience Committee.
- 8.8 Provide an update on the University's response to the mental health challenges faced by students at a future Student Experience Committee.

## **9. Audit and Risk Committee**

- 9.1 Council received an oral report from the Chair of Audit and Risk Committee. The Committee had reviewed the updated Institutional Risk Register (IRR) and that all of the risks have been updated since the November Council meeting. The Risk Management Group agreed that the Reputation risk (Risk 8 on previous versions) should be moved into Section 1a of the IRR, so that it would be grouped with the University's top strategic risks. Therefore, the Reputation risk now appeared as Risk 5 in Section 1a of the IRR and the numbering of subsequent risks had been amended accordingly. Following review by the Risk Management Group, Risk 1 (Education and Student Experience) had been re-articulated to focus on specific mitigation measures that the University was taking (and would be taking) to control this risk. The rating

for the risk remained the same, but the narrative had been refreshed to reflect the current position and the controls in place.

- 9.2 In addition, the rating for Risk 3 (Staff Experience) had been reduced from 12 to 9 and a detailed explanation for this had been provided by the Director of Human Resources and was endorsed by the Risk Management Group. The Target (Residual) Rating for the risk had also been reduced from 9 to 6 to reflect a more optimistic outlook in the light of recent and planned mitigating activity and that further progress could be made. Two of the eight risks on the IRR had reached their target rating and two more were expected to reach their target rating before the start of the next academic year.
- 9.3 The Committee had received a deep dive into cyber security following a recent incident and were assured of the University's response, noting the implementation of a significant programme of work to protect the University going forward.
- 9.4 The Committee received six internal audit reports; two were identified as higher risk (Health and Safety Risk Management and Software Development), and two were follow up reports on higher risk reports ( Working with Hazardous and Flammable Materials and Safeguarding). There were no overdue recommendations and the Committee noted an improved pace of response to recommendations. A summary of the Executive's response to the area of risk, and confidence in mitigations, would be reported to the Summer Audit and Risk Committee. Council welcomed the clarity on key risks and the pace of the institutional response.
- 9.5 A theme arising from higher risk reports was the cultural challenges around compliance including awareness of individual responsibility and adherence to expectations; strategies were underway to ensure there was clarity on responsibilities and a culture of adherence was established. Council discussed the challenges around implementing cultural change and note the programme of training that had been initiated to cascade expectations.
- 9.6 Council considered the University's Safeguarding Policy. It was reported that the policy had been developed in response to a KPMG internal audit and reviewed by legal counsel and KPMG. The policy was being submitted to Council for approval at this point as a result of the review of policies being undertaken General Counsel, Governance and Compliance division. The division were reviewing to ensure the appropriate review and approval processes were in place for all policies. The Safeguarding Policy had been identified as a Council level policy because the risk of non-compliance was significant and would have an institutional impact. Audit and Risk Committee had asked for the wording around expectations for partner organisations to be strengthened and clarification that the University would check the adequacy of their safeguarding arrangements; these would be reflected in the published version. Council noted the work underway to establish clear expectations for subsidiaries and third parties in relation to all compliance areas. The policy's implementation would be supported by training and the circulation of safeguarding guidance to ensure individual's undertook their responsibilities and how to access support when required.
- 9.7 Council considered the Office for Students (OfS) Conditions of Registration interim compliance report. It was noted that throughout the academic year, Audit and Risk Committee (ARC) receive interim assurance reports on the University's ongoing compliance with the conditions of registration and it received an in depth report at its November assurance meeting. ARC reported its assurance to Council and Council was asked to confirm its ongoing assurance. In light on the OfS investigation into three of the Governance and Management (E) Conditions, Council was asked to note that although the University believed it remained compliant with the conditions, the outcome of the investigation was unknown and the University's assessment may not align with the regulator's.

9.8 The interim report provided an assurance on the arrangements in place and highlighted three new issues since the last Audit and Risk Committee and Council meetings, one of which had been addressed and two where mitigations were in place. The three issues were reported to be:

9.8.1 New risk within B Conditions - OfS notified the University on 16 February 2023 that the University's communication and webpages were inconsistent with the Ipsos National Student Survey (NSS) 2023 Good Practice guidance. The risk had been completely mitigated, the information was removed from website on day of notification, it had been ensured all staff were aware of the Ipsos NSS 2023 Good Practice guidelines and measures had been put in place to ensure that future communications were compliant with the guidelines. A lessons learnt exercise had been undertaken, it was being reviewed by University Executive Group and new processes would be implemented to prevent future incidents.

9.8.2 New risk within C Conditions - The University had lost its Initial Teacher Training (ITT) accreditation and would no longer be able to award Qualified Teacher Status (QTS) with effect from the 2024/25 academic year. This decision would impact the Initial Teacher Training provision in the School of Education and Social Work, but did not impact on any current students. The executive intended to mitigate this risk by seeking to partner with an accredited provider to be able to continue to deliver ITT. Council noted that partnering with an accredited provider would cost money.

9.8.3 New risk within E Conditions. OfS notified the University in October 2021 that it had opened an investigation into the University's compliance with the E conditions, the University had fully cooperated with the investigation. The executive had implemented a series of proactive actions to ensure the public interest principles were being actively upheld. It was the executive's view that the University's practice was compliant with the E conditions of registration, however the OfS had not confirmed that the University's actions have satisfied their concerns and have furthermore indicated that there may be other issues that they identify as part of their investigation. Consequently, there was an ongoing risk that the University's assessment did not align with the OfS' assessment. The RAG rating had therefore been set at amber to reflect the ongoing assessment. In addition, an audit of the University's policies was being undertaken which would include ensuring policies had been approved by the right body. University wide definitions for policy, guidance and procedure would be established with aligning approval delegations.

**Resolved:**

9.9 Council approved the University Safeguarding Policy.

9.10 Council approved, on the basis of the information provided, it was assured of the University's ongoing compliance with the conditions of registration.

**10. Strategic Performance and Resources Committee**

10.1 Council received an oral report from the Chair of Strategic Performance and Resources Committee, noting that it was the last committee meeting of the Strategic Performance and Resources Committee. The Committee had received the updated KPI report, noting that there was new data available for three KPI/Ts: #4 Awarding Gaps, #12 Widening Participation and #15 Staff Survey:

- 10.1.1 #4 Awarding Gaps – Progress continued to be made in closing awarding gaps in 2021/22, with 3 of the 4 awarding gap measures being ahead of their targets for the current year (and at or above the 2023/24 target for 2 measures).
- 10.1.2 #12 Widening Participation – Percentage of students from IMD Q1 remained below the University’s comparators for 2020/21 and below target for both 2020/21 and 2021/22.
- 10.1.3 #15 Staff Survey – Within the last year the University had conducted two pulse surveys, in April and October 2022, and there had been a drop in the average KPI score for ‘proud to be associated with the University’ of 5 percentage points.
- 10.2 Council discussed the effectiveness of the KPIs as indicators of progress. It was noted that a review of the KPIs would be reported to the first meeting of the Strategy and Performance Committee, providing a reflection on each KPI and whether it was a useful indicator or whether it should be removed from the set; considering how they aligned with the OfS conditions of registration. This was an interim stage towards establishing a new set of KPIs alongside the new strategy. Council agreed this would be a helpful interim stage to enable progress to be tracked until a new strategy and set of measures were in place. The indicators needed to be effective for Council and the Executive.
- 10.3 Council considered an update on student registrations for the 2022/23 academic year and the underlying assumptions; the student numbers fed into the financial forecasts. The University’s total current registrations (excluding BSMS, IDS, ODL and TNE) was 18,089 FTE, against the 2021/22 total of 18,125 FTE. This represented a decrease of 36 FTE or 0.2%. The final student number position was below the V3 forecast by 494 FTE or 3%. Council noted the overreliance on overseas recruitment and the challenges with domestic recruitment particularly in postgraduate taught.
- 10.4 Council noted the University’s annual gender pay gap report, noting that the University had to publish its data by 30 March 2023; it was a backwards looking report. The data had been shared with Strategic Performance and Resources Committee and was being shared with Council to provide oversight of the gender gap and because the reduction of the mean gender pay gap was a KPI. The report set out the data set for the gender pay gap for publication alongside the pay gap data for disability and ethnicity. It was reported that:
- 10.4.1 The mean gender pay gap is 16.9%, a reduction of 1% compared to the previous year.
- 10.4.2 The mean disability pay gap is 13.4%, a reduction of 5.7% compared to the previous year.
- 10.4.3 The mean ethnicity pay gap is -1.7%, compared to -2.5% the previous year.
- 10.5 Council considered the Q2 Forecast for 2022/23 and 2023/24. It noted that under assumptions reported, the 2022/23 forecast surplus range was for an operating surplus between £20m and £29m with a mid-range assumption of £24m before capital projects and pension adjustments. The assumptions used in the Q2 Forecast show the range of likely annual trading results and the mid-range forecasts continued to place the University in a good position to meet the capital project investment pool target of £200m to invest by 2025/26. In addition, under the assumptions referred to above, the University would not currently breach lenders’ financial covenants in 2022/23 given the improved position in student and QR income. The projections currently showed very low risk of breaching in future years.



- 10.6 Council noted the update on the progress of Significant Projects and other Major Projects and programmes, including the actions being taken by Steering Group Chairs. It noted the continued elevated risk of cost escalation in the remaining capital plan period. In addition, there was continued volatility of medium and longer-term investments which were generally performing better in a higher interest rate environment.
- 10.7 Council discussed the ongoing challenges around inflation and the impact of a fixed domestic undergraduate fee, the further the forecasts went, the tighter the budget looked so the University would have to be cautious and take action as appropriate. The University was still on track to deliver the capital programme, but in-depth reviews were underway to establish the size of the challenge and the capital investment needed.
- 10.8 Council considered a further update on West Slope and navigating financial pressures in the wider Capital Programme; and the request for an additional budget of £2m for professional fees. Council noted the updated issues and timeline with respect to an increased investment in West Slope and its impact on the Capital Programme, and that the Executive expected to bring a decision to proceed to Financial Close to Council in July 2023. Council noted the need for an additional budget of £2m for the West Slope project, representing an extension to professional fees to take account of the longer period to Financial Close, and minor amendments to the site preparation works; the site preparation works would have formed part of the main works contract at Financial Close and do not represent an increase in delivery cost.
- 10.9 Council noted the increasing risks around the Capital Programme and agreed it would be beneficial to have a deep dive on the key projects.
- 10.10 Council thanked Kirstin Baker for her work as Chair of the Strategic Performance and Resources Committee.

**Resolved:**

- 10.11 Council approved an additional budget of £2m for professional fees for the West Slope Project.

**Action:**

- 10.12 Schedule a deep dive on the West Slope project.

**11. Capital Programmes Committee**

- 11.1 Council received an oral report from the Chair of Capital Programmes Committee and noted that this was the last meeting of the Committee. The Committee had oversight of the institutional Capital Programme; there had been significant changes to the institutional response to project and risk management since the Committee had been formed. There had been significant progress with a series of projects including two of the flagship projects- Student Information Systems and Network Replacement Programme. The Committee had received an update on West Slope and the options the Executive were investigating both to progress the project and a plan B.
- 11.2 A comprehensive plan for the Life Sciences estate was being developed, led by the Interim Provost Professor Keith Jones. There were significant challenges to understand and address which would impact the timeframes. To deliver research and teaching excellence, the estate needed to be improved.

11.3 Council noted that there as a sense that the University's project management framework had brought improved rigour and oversight to its project delivery but it was important to not overlook the need to secure a sustained surplus to invest in the University.

11.4 Council thanked Mark Devlin for his work as Chair of Capital Programme Committee.

## **12. Chairs' Committee Update**

12.1 Council received an oral report from the Acting Chair of Council and Chairs' Committee. Chairs' Committee received an update on the Governance Effectiveness Review, Over the last 18 months, all recommendations have been considered, 30 have been implemented. The University's response has been assessed as best practice by Halpin.

12.2 Council noted that there were three remaining recommendations for progression which were reported to be:

12.2.1 Student Experience Committee review- the Committee has had a new Chair since September 2022 and there have been steps to increase the student voice focus of the meetings. Additional work to review the Committee's role and the items it receives will be taken forward with new Education and Student Experience Leadership.

12.2.2 Council stakeholder plan- The enhancing Council working group considered opportunities to increase Council's awareness of the community including receipt of media emails, visits to Schools, shared Senate dinner and event invitations. Stakeholder engagement plan to be considered with the new Vice Chancellor and Pro-Vice Chancellor Global and Civic Engagement as part of wider public engagement piece.

12.2.3 Scheme of delegation review- the review of the scheme of delegation had been scheduled as the last recommendation to implement so changes could take account for the review of Senate's sub-committees and Student Experience Committee. A review would be undertaken once the additional reviews had been completed and implemented.

12.3 The governance team would continue to work with the Chair of Council and Committees to ensure continuous improvement to the institutional governance; this would include taking forward the recommendations to improve the academic structures beneath Senate.

12.4 Council considered the public interest governance principles control framework. It was noted that as a registered UK Higher Education provider, the University of Sussex has legislative and regulatory obligations to uphold and promote the public interest governance principles. At the November 2022 Council meeting, Council received a report on Academic Freedom and Freedom of Speech summarising the various pieces of legislation and regulatory guidance with which the University is required to comply, and setting out the public interest governance principles to support Council's understanding of the University's obligations in this area.

12.5 One of the Halpin Report recommendations was to introduce a separate regulation outlining the University's commitment to the public interest governance principles; however, during the drafting of the regulation it became clear to the Executive that the University's commitment to the public interest governance principles were already embedded across its governance instruments - Charter, Statutes and Regulations - and that any new regulation

would be duplicative. Council was assured that the public interest governance principles were adequately reflected in the University's governance documents and that the control framework in place to ensure that the principles were upheld was sufficiently robust but agreed it would be beneficial for the control framework to be reviewed by external legal counsel.

- 12.6 Council considered the Council Declarations of Interests and Fit and Proper Persons exercise 2022-23 academic year. It was reported that Chairs Committee and Council received an annual assurance report on the completion of the register of interest process and the Fit and Proper Persons process; these processes support the internal controls to ensure compliance with the Fit and Proper Persons public interest governance principle and that trustees and senior leaders' potential conflicts of interest were collated in line with charity law. The existence of a conflict of interest does not reflect on the integrity of the affected trustee, so long as it is properly addressed. The declarations had been reviewed by the University's General Counsel, and there were no material issues to flag which raise any concerns regarding the ability of Council members to fulfil their duties.
- 12.7 Council noted that there were two incomplete declarations of interest and fit and proper persons for the 2022-23 academic year. These both related to Council members who were currently absent due to illness. However, on the basis of their previous years' declarations, there were no concerns to raise.
- 12.8 Council considered the terms of reference for revised Council Sub-Committee structure. It noted that at Council's November meeting, it agreed to revise its sub-committee structure from April 2023. The draft terms of reference had been shared with Chair of Council, Chairs of Committees, Capital Programme Committee, Strategic Performance and Resources Committee and key University of Sussex colleagues. It was proposed that the oversight of the Students Union Memorandum of Understanding be moved to the Student Experience Committee. The financial sustainability of the Students Union would continue to be reported to the Council committee with financial oversight to ensure Council can fulfil its responsibilities set out in the Education Act 1994. The revised structures aim to streamline reporting and reduce duplication of discussions.
- 12.9 Council asked for a review of the Remuneration Committee membership and consideration of which committees the Deputy Vice Chancellor and Provost would be a member of.
- 12.10 Council considered an update on the policy review process and noted the proposed approach to undertaking a prioritised external legal review of selected priority policies and subsequent broader policy audit that would include a comprehensive review of all University policies. The project intended to establish a central Policy Library comprised of all current University level policies. The policy audit would ensure that all policies were compliant with regulatory requirements, subject to regular review and they had been approved in accordance with the University's governance instruments. Council welcomed the assurance provided by external legal counsel.

**Resolved:**

- 12.11 Council approved the appointment of Richard Zaltzman for a second three year term on Council.
- 12.12 Council approved the appointment of Nick Watson for a second three year term on Council.

12.13 Council approved that all Council members have been asked to formally declare any conflicts for the academic year 2022-23 and it was assured that the University's procedures have been followed.

12.14 Council approved the terms of reference for revised Council Sub-Committee structure

**Action:**

12.15 Ask for an external legal counsel review of public interest governance principles control document.

12.16 Review membership of Remuneration Committee A and B and agree which committees the Deputy Vice Chancellor/Provost would be a member of.

**13. Remuneration Committee**

13.1 Council received an oral report from the Chair of Remuneration Committees A and B. The Committee had received an update on the University's move to real living wage and the work underway to establish equitable remuneration. Progress towards closing pay gaps was slow but progress had been made.

**14. Update on Chair of Council recruitment**

14.1 Council noted an update on the recruitment of the Chair of Council. It was reported that the window for nominations was closed, shortlisting would take place on 17 April and interviews would be held on 3 May. Candidates would be asked to meet with stakeholder groups of students and staff/independent members. An additional meeting of Council was likely to be required to recommended the nominated candidate for appointment.

**PART 3- MATTERS FOR INFORMATION**

**15. Any Other Business**

15.1 No additional business was raised.

**16. Dates of next meetings**

Thursday 13 July 2023 from 5pm / Friday 14 July 2023 all day